FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

1 1 10 00	
OMB APPROVAL	
OMB Number: 3235-0076 Expires: November 30, 2001 Estimated average burden hours per response 16.00	

SEC USE ONLY

DATE RECEIVED

Serial

Prefix

Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
Platinum Equity Capital Partners II, L.P.	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506	Solidary (S) ULOE
Type of Filing: New Filing Amendment	ENED [C]
A. BASIC IDENTIFICATION DATA	CT 0 2 200
Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Platinum Equity Capital Partners II, L.P. (the "Partnership")	186 SECTION
Address of Executive Offices (Number and Street, City, State, Zip Code) 360 North Crescent Drive, Beverly Hills, CA 90210	Telephone Number (Including Area Code) (310) 712-1850
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business Investment vehicle.	
Type of Business Organization	12200-
corporation Imited partnership, already formed other (please specify):	-NUCESSED
business trust limited partnership, to be formed	- P 007
Actual or Estimated Date of Incorporation or Organization: Month Year D Actual	Estimated,
Actual or Estimated Date of Incorporation or Organization: U I Actual	HOMSON
CN for Canada; FN for other foreign jurisdiction)	FINIANICO
GENERAL INSTRUCTIONS	2206

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

•			A. BASIC IDENT	IFICATION DATA							
2. Enter the information requested for the following:											
•	Each promoter of the issuer, if the issuer has been organized within the past five years;										
•	• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the										
	issuer;										
•				corporate general and manag	ing partners of partn	ership issuers; and					
•	Each general	and managing partner	of partnership issuers.								
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner											
Full Name (Last name first, if individual) Platinum Equity Partners II, LLC (the "General Partner")											
Business or Residence Address (Number and Street, City, State, Zip Code) 360 North Crescent Drive, Beverly Hills, CA 90210											
Check Box(es)	hat Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Full Name (Last Gores, Tom	name first, if i	ndividual)									
Business or Res	idence Address	(Number and Street,	City, State, Zip Code)								
360 North Cres	cent Drive, Be	verly Hills, CA 9021	0								
Check Box(es)	hat Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner					
Full Name (Las Joubran, Robe		ndividual)									
Business or Res	idence Address	(Number and Street,	City, State, Zip Code)								
360 North Cres	scent Drive, Be	verly Hills, CA 9021	0								
Check Box(es)	that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Full Name (Las Kalawski, Eva		ndividual)									
		(Number and Street, everly Hills, CA 9021	City, State, Zip Code) 0								
Check Box(es)	that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Full Name (Las Sigler, Mary A		ndividual)									
		(Number and Street, everly Hills, CA 9021	City, State, Zip Code)								
Check Box(es)	that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Full Name (Las Ward, Sally A.	-	ndividual)									
		(Number and Street, everly Hills, CA 9021	City, State, Zip Code) 0								
Check Box(es)	that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner					
Full Name (Las Walloch, Daw		individual)		-							
		(Number and Street, everly Hills, CA 9021	City, State, Zip Code) 0								

B. INFORMATION ABOUT OFFERING 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendis, Column 2, if filing under ULDE 2. What is the minimum investment that will be accepted from any individual? *The General Partner reserves the right to accept lesser amounts. 3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each pernon who has been or will be paid or given, directly or indirectly, any commission or similar remmeration for soliditation of purchasers in connection with also of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer rolly. Full Name (Last name first, if individual) Citigroup Global Markets Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States). States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States). All States (Check "All States" or check individual States). All States (Check "All States" or check individual States). All States (Check "All States" or check individual States). All States (Check "All States" or check individual States). All States (Check "All States" or check individual States). All States (Check "All States" or check individual States). All States (Check "All States" or check individual States). All States (Check "All States" or check individual States). All States (Check "All States" or check individual States). All States (Check "All States" or check individual States). All States (Check "All States" or check individual States). All States (Check "All States" or check individual States). All States (Check "All States" or check individual States). All States	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?							mont	ON 455	T A DEST	-					
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PRO	CEEDS			
۱,	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
	Type of Security	Aggreg Offering			Amount Already Sold
	Debt	\$ -0	-	\$	-0-
	Equity	\$ -0	-	S	-0-
	Common Preferred		_		
		S -0	-	s	-0-
		\$ 2,275,00			992,550,000
		\$ -0		s	-0-
		\$ 2,275,00		-	992,550,000
	Answer also in Appendix, Column 3, if filing under ULOE.		-,		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total line. Enter "0" if answer is "none" or "zero."	Numb Investe	••		Aggregate Dollar Amount of Purchases
	Accredited Investors	70		s	992,550,000
	Non-accredited investors	-0-		<u>s</u>	-0- NA
	Total (for filings under Rule 504 only)	NA -		•	NA
3.	Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.	Туре	οſ		Dollar Amount
	Type of offering	Secur			Sold
	Rule 505	NA		<u>s</u>	NA
	Regulation A	NA		S	NA
	Rule 504	NA.		S	NA
	Total	NA		\$	NA NA
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees	************	\boxtimes	\$	-0-
	Printing and Engraving Costs		\boxtimes	<u>-</u>	50,000
	Legal Fees		$\overline{\boxtimes}$	$\frac{1}{s}$	1,000,000
	Accounting Fees			<u>-</u>	-0-
				_	
	Engineering Fees		_	<u>\$</u>	-0-
	Sales Commissions (specify finders' fees separately)			<u>s</u>	25,000,000
	Other Expenses (identify) Travel and miscellaneous	**************	\boxtimes	<u>s</u>	1,000,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expense furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the

issuer."	\$ 2,247,950,000				
purposes shown. If the amount for any pur	ross proceeds to the issuer used or proposed to be used for each of pose is not known, furnish an estimate and check the box to the lested must equal the adjusted gross proceeds to the issuer set fort	ft of			
		D	ayments to Officers Directors & Affiliates	Ps	yments to Others
Salaries and fees		<u>s_</u>	-0-	_ <u> </u>	-0-
Purchase of real estate		⊠ s	-0-	_ ⊠_s	-0-
		⊠ <u> </u>	-0-	⊠ s	-0-
	1 facilities	 X s	-0-	_ <u></u> ⊠ s	-0-
Acquisition of other businesses (including the		_ <u>*</u> _	<u></u>	_ ——	
offering that may be used in exchange for the	assets or securities of another	-		6-7	
issuer pursuant to a merger)		∑ <u> </u>	-0-	_ <u> </u>	-0-
Repayment of indebtedness		⊠ _s_	-0-	<u> </u>	-0-
Working capital		<u> </u>	-0-	<u> </u>	-0-
Other (specify) Portfolio Investments		<u>s</u> s	-0-	\$2.2	47,950,000
		⊠ s	-0-	⊠ s	-0-
Column Totals		 ⊠ s	-0-	\$2,2	47,950,000
	,		⊠ s	2,247,950	,000_
	D. FEDERAL SIGNATURE				
e issuer has duly caused this notice to be signed b undertaking by the issuer to furnish to the U.S. So n-accredited investor pursuant to paragraph (b)(2)	y the undersigned duly authorized person. If this notice if filed und curities and Exchange Commission, upon written request of its staf	er Rule 5	05, the follow ormation furn	ving signature ished by the i	constitutes ssuer to any
uer (Print or Type)	Signature Date		,		
atinum Equity Capital Partners II, L.P.	WHITE WILLIAM WILLIAM	09/	26/	0ア	
me (Print or Type)	Title of Signer (Print or Type)	11	IIC the	Canaval Pa-	toor of the
a M. Kalawski	Vice President and Secretary of Platinum Equity Part Partnership	ners II,	LLC, the	General Par	mer of the

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001).